

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ASHINC Corporation, <i>et al.</i> , <sup>1</sup>  Debtors.	Chapter 11
American Private Equity Partners II, LP, <i>et al.</i> ,  Petitioners,  v.  Catherine E. Youngman, Litigation Trustee For ASHINC Corporation,  Respondent.	Civil Action No. 22-cv-302- CFC  Bankruptcy Case No. 12- 11564 - MFW  Adv. Proc. No. 21-51179- MFW

**STIPULATION AND ORDER REGARDING BRIEFING SCHEDULE  
ON DEFENDANTS' MOTIONS TO DISMISS AND  
PAGE LIMITATIONS IN CONNECTION THEREWITH**

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<sup>1</sup> The Debtors in these cases, along with the federal tax identification number (or Canadian business number where applicable) for each of the Debtors, are: ASHINC Corporation (f/k/a Allied Systems Holdings, Inc.) (58-0360550); AAINC Corporation (f/k/a Allied Automotive Group, Inc.) (58-2201081); AFBLLC LLC (f/k/a Allied Freight Broker LLC) (59-2876864); ASCCO (Canada) Company (f/k/a Allied Systems (Canada) Company) (90-0169283); ASLTD L.P. (f/k/a Allied Systems, Ltd. (L.P.) (58-1710028); AXALLC LLC (f/k/a Axis Areta, LLC) (45-5215545); AXCCO Canada Company (f/k/a Axis Canada Company) (875688228); AXGINC Corporation (f/k/a Axis Group, Inc.) (58-2204628); Commercial Carriers, Inc. (38-0436930); CTSINC Corporation (f/k/a CT Services, Inc.) (38-2918187); CTLLC LLC (f/k/a Cordin Transport LLC) (38-1985795); F.J. Boutell Driveway LLC (38-0365100); GACS Incorporated (58-1944786); Logistic Systems, LLC (45-4241751); Logistic Technology, LLC (45-4242057); QAT, Inc. (59-2876863); RMX LLC (31-0961359); Transport Support LLC (38-2349563); and Terminal Services LLC (91-0847582). Debtors address for service of process is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808.

This Stipulation is entered into by and between Plaintiff Catherine E. Youngman, in her capacity as the Litigation Trustee and Plan Administrator for ASHINC Corporation and related debtors (the “Trustee” or “Plaintiff”); Defendants Yucaipa American Alliance Fund I, LLC and Yucaipa American Management, LLC (together, the “Yucaipa Defendants”); Defendants American Airlines Master Fixed Benefit Pension Plan Trust, American Private Equity Partners II, LP, California Public Employees’ Retirement System, Carpenters Pension Trust Fund For Northern California, Collier Partners 702 LP Incorporated, Clouse S.A., acting in respect of its Compartment 11, Consolidated Retirement Fund, IAM Private Equity, LLC, ILGWU Death Benefit Fund 4, International Sif Sicav SA, Locals 302 & 612 Of The International Union Of Operating Engineers – Employers Construction Industry Retirement Trust, National Retirement Fund, New Mexico State Investment Council, New Mexico State Investment Council Land Grant Permanent Fund, New Mexico State Investment Council Severance Tax Permanent Fund, New York City Employees’ Retirement System, New York City Fire Department Pension Fund, New York City Police Pension Fund, Northeast Carpenters Pension Fund, Pacific Coast Roofers Pension Plan, Sanba II Investment Company, State Street Bank And Trust Company (As Trustee On Behalf Of American Airlines Master Fixed Benefit Pension Plan Trust), Steamship Trade Association Of Baltimore, Inc. – International Longshoremen’s Association (AFL-CIO) Pension Fund, Teachers’ Retirement

System Of The City Of New York, United Food And Commercial Workers International Union Pension Plan For Employees, and Western Conference Of Teamsters Pension Trust (together, the “LP Defendants”); and Defendants Board of Fire and Police Pension Commissioners, and the Board of Administration of the Los Angeles City Employees’ Retirement System (together, the “City Pension Defendants,” and collectively, with the Yucaipa Defendants and the LP Defendants, the “Defendants”);

WHEREAS, on October 6, 2021, the Trustee filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), in adversary proceeding number 21-51179-MFW (the “Adversary Proceeding”),<sup>2</sup> the *Litigation Trustee’s Complaint to (I) Avoid and Recover Avoidable Transfers, and (II) for a Declaration of Liability Against Yucaipa American Alliance Fund I, LLC* (the “Complaint”) [Adv. Pro. D.I. 1];

WHEREAS, the Adversary Proceeding was automatically referred (the “Bankruptcy Reference”) to the Bankruptcy Court pursuant to this Court’s *Amended Standing Order of Reference* dated February 29, 2012;

WHEREAS, on March 4, 2022, the LP Defendants filed in the Adversary Proceeding a *Motion to Withdraw the Reference Pursuant to 28 U.S.C. § 157(d) and*

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<sup>2</sup> References to the docket in the Adversary Proceeding shall be as “Adv. Pro. D.I. \_\_\_\_.”

*Federal Rule of Bankruptcy Procedure 5011* (the “Motion to Withdraw”) [Adv. Pro. D.I. 46], seeking to withdraw the Bankruptcy Reference;

WHEREAS on March 7, 2022, the Motion to Withdraw was docketed with this Court [D.I. 1];

WHEREAS, on May 31, 2022, the City Pension Defendants filed in the Adversary Proceeding their motion to dismiss the Complaint [Adv. Pro. D.I. 73] and memorandum of law in support thereof [Adv. Pro. D.I. 74] (the “City Pension Defendants’ Motion to Dismiss”);

WHEREAS, on June 1, 2022, the Yucaipa Defendants filed in the Adversary Proceeding their motion to dismiss the Complaint [Adv. Pro. D.I. 76] (the “Yucaipa Defendants’ Motion to Dismiss”);

WHEREAS, on June 1, 2022, the LP Defendants filed in the Adversary Proceeding their motion to dismiss the Complaint [Adv. Pro. D.I. 78] and memorandum of law in support thereof [Adv. Pro. D.I. 79] (the “LP Defendants’ Motion to Dismiss” and together with the City Pension Defendants’ Motion to Dismiss and the Yucaipa Defendants’ Motion to Dismiss, the “Motions to Dismiss”);

WHEREAS, on July 14, 2022, the Trustee and LP Defendants, with consent of the Yucaipa Defendants, filed a Stipulation Withdrawing the Bankruptcy Reference with respect to the Adversary Proceeding [D.I. 18] (the “Withdrawal Stipulation”);

WHEREAS, on July 20, 2022, this Court entered an Order approving the Withdrawal Stipulation (the “Withdrawal Stipulation Order”) [D.I. 19];

WHEREAS, the Withdrawal Stipulation Order stated that “the scheduling and page limit stipulations approved by the Bankruptcy Court on June 10, 2022 [Adv. Pro. DI. 93, 94, 95] with respect to the Motions to Dismiss shall remain in effect following withdrawal of the Bankruptcy Reference”;

WHEREAS, the Trustee and Defendants have agreed on word limits for the remaining briefing in connection with the Motions To Dismiss to reflect this Court’s *Standing Order Regarding Briefing in All Cases* dated November 6, 2019, which provides that “for each page allowed by local rule, the parties shall use up to 250 words”; and

WHEREAS, the Trustee and Defendants have agreed that the Trustee may file a single omnibus answering brief to the Motions to Dismiss not to exceed 20,000 words.

NOW, THEREFORE, it is hereby stipulated and agreed, subject to the approval of the Court, that:

1. The briefing schedule and page limits (exclusive of the caption page(s) and any tables of contents and authorities) for the remaining briefing in connection with the Motions to Dismiss shall be as follows:

	<b>Filing Deadline</b>	<b>Word Limits</b>
<b>Defendants' Opening Briefs</b>	Already filed	Already filed
<b>Trustee's Omnibus Answering Brief</b>	August 5, 2022	20,000 words
<b>LP Defendants' Reply Brief</b>	September 16, 2022	10,000 words
<b>Yucaipa Defendants' Reply Brief</b>	September 16, 2022	3,750 words
<b>City Pension Defendants' Reply Brief</b>	September 16, 2022	3,750 words

2. Nothing herein shall prejudice the parties' rights to agree to and/or seek approval of further stipulations, or to agree to and/or seek further relief from this Court regarding the terms agreed upon herein.

Dated: July 26, 2022

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**IT IS SO ORDERED**, this \_\_\_\_ day of \_\_\_\_\_, 2022.

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**The Honorable Colm F. Connolly**